THE UNITED STATES BANKRUPTCY COURT FOR THE
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

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| In re<br><br>ADAM GROSSMAN, Debtor. | Case No. 10-19817<br><br>DECLARATION OF ADAM GROSSMAN IN SUPPORT OF MOTION FOR ABANDONMENT |

I am the Debtor herein.

I previously served as a Managing Member of Terrington Davies LLC, a Delaware Limited Liability Company, (the "Advisor") which was the general partner to the Terrington Davies Tanager Fund LP, a Delaware Limited Partnership (the "Fund"). The Fund held funds deposited by various clients as investments.

The Advisor was controlled and operated by me and my partner, Jeffery Bernstein, who is an attorney. The Fund was filed with the SEC and operated under SEC Reg D, §504, §505, §506. The Fund held funds deposited various clients and primarily traded SEC regulated broad-based equity index options on the Chicago Board Options Exchange (CBOE). In 2010, the last year of active trading operations, the Fund traded derivatives having an aggregate total nominal underlying value of approximately three hundred million dollars ($300,000,000.00).

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I have a fiduciary duty to those investors, which includes the preparation of the tax return for the Fund and K-1's for the 2010 tax year. It is estimated that the cost of preparing the tax return and accompanying K-1's for the investors will be approximately $24,000. It is my understanding that the Trustee does not wish to incur the trouble or the expense of having those K-1's prepared by the estate.

The Advisor has no (material) assets of its own because retained earnings consisting of fees paid monthly by the Fund less expected near term costs were were generally distributed to the Managing Members of the Advisor, Adam Grossman and Jeffery Bernstein.

The sole asset of the Advisor is a single brokerage account, functioning primarily as a bank account, having a small amount of money -- likely measured in the hundreds of dollars and certainly less the past due fees estimated to be four to five thousand dollars owed to the accountants for the preparation of 2009 tax return and K-1's.

As such, the motion for abandonment is merely a motion to relieve the bankruptcy estate of a burden with no corresponding diminution in assets. To the contrary, it may remove possible liabilities to the estate which could include (a) potential funds needed and raised through capital calls from its owner to file a 2010 tax return and corresponding K-1's; and (b) potential legal liability related to the lack of filing a tax return or sending K-1's to investors.

This motion is timely because completing a 2010 tax return and sending 2010 K-1's prior to 2012 could have benefit (or lack of liability) to the Fund, the Advisor, and this benefit (or lack of liability) could flow through to the Debtor.

This motion in no way interferes or is connected to the Trustee's adversary complaint filed under cause no. 11-01954 to recover property for the estate. I am not a party to that adversary complaint and the present motion claims no interest in that adversary complaint. The

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abandonment does not affect the Trustee's actions to gain control of assets of the estate for the benefit of investors and creditors, which I support.

I believe I have a personal responsibility to provide K-1's to the investors in the Fund. To do this, will require several steps among which are (a) the approval of this motion by the Court; (b) recovery of ownership and appointment or employment of personnel who can and will file 2010 taxes and accompanying K-1's; and (c) raising money required for the K-1's to the issued to the investors.

I declare under penalty of perjury under the laws of the State of Washington that the foregoing statements are true and correct to the best of my information and knowledge.

Dated this 15th day of December, 2011.

*/s/ Adam Grossman*
Adam Grossman

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